



NASDAQ OMX Copenhagen
Nikolaj Plads 6
DK - 1067 Copenhagen K

15 April 2010

No. 06/10

Topsil Semiconductor Materials A/S

CVR no. 24932818
Annual General Meeting

Notice is hereby given that the Annual General Meeting of Topsil Semiconductor Materials A/S will be held on Wednesday, 28 April 2010 at 10:00 am at Plesner law firm, Amerika Plads 37, DK-2100 Copenhagen Ø. The agenda is as follows:

1. Election of the chairman of the meeting.
2. Report of the Board of Directors and Management on the activities of the company during the past financial year.
3. Presentation of the audited annual report for approval.
4. The Board of Directors' proposal for the application of profit in accordance with the annual report as approved.
5. Election of members to the Board of Directors.
The Board of Directors proposes re-election of:

Jens Borelli-Kjær, Chairman (50)
MSc (mathematics/physics) BCom (international trade) MBA (INSEAD)
Elected Chairman of the Board in 2006
CEO of Vitral A/S and UAB Vitral, Lithuania

Eivind Dam Jensen, Deputy Chairman (58)
State-authorized estate agent
Elected Deputy Chairman of the Board in 2005
CEO and member of the boards of Ejendomsaktieselskabet Bangs Gård and A/S Eivind Dam Jensen.
Owner of Statsaut. Ejendomsmæglerfirma E. Dam Jensen.

Jørgen Frost (55)
MSc (engineering), BCom (marketing)
Elected to the Board of Directors in 2006
CEO and member of the boards of Blendex A/S and Frost Invest
Member of the boards of Vestergaard Company Holding A/S, Kongskilde Industries A/S and RMIG A/S

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Ole Christian Andersen will not seek re-election and the Board of Directors proposes that the following be elected as new member of the Board:

Michael Hedegaard Lyng (40)
MSc Business administration, accounting and auditing
Group Executive Director of NKT Holding A/S (CFO)
Member of the boards of a number of companies in the NKT group

6. Appointment of auditor.
7. Authorisation of the Board of Directors to acquire treasury shares during a period of 18 months from the date of the Annual General Meeting against payment of between DKK 0 and up to 10% more than the official selling price quoted from time to time on NASDAQ OMX Copenhagen, in compliance with section 98 of the Danish Companies Act.
8. Proposal by the Board of Directors to amend the articles of association and authorisation to the chairman of the general meeting
- 8.1 Amendments to the articles of association as a result of the entry into force of the new Danish Companies Act:
 1. Article 1.2 concerning registered office is deleted as it is no longer a statutory requirement.
 2. The use in the articles of association of the Danish term "tegningsoptioner" is consistently changed to "warrants" (this only affects the Danish version).
 3. The use in the articles of association of the terms "aktiebog" and "aktiebogsfører" is consistently changed to "ejerbog" and "ejerbogsfører" (this only affects the Danish version).
 4. Article 7.4 on the notice of extraordinary general meetings is deleted as the contents are provided by the Danish Companies Act.
 5. Article 7.5, first paragraph, is worded as follows "All general meetings will be called electronically by giving no less than 3 weeks' and no more than 5 weeks' notice, cf. article 17".
 6. Article 7.5, third paragraph, is deleted in consequence of the provision of the Danish Companies Act on the statutory announcement of such documents on the company's website for three weeks prior to a general meeting.
 7. Article 7.6 is amended to comply with the provision of the Danish Companies Act on shareholders' right to have specific items put on the agenda.
 8. Amendment of articles 9.2 and 9.3 of the articles of association to allow for the entry of a record date.
 9. Article 9.5 is worded as follows; "Voting rights may be exercised through a proxy who shall present a written and dated instrument of proxy."
- 8.2 Other amendments to the articles of association:
 10. The use in the articles of association of the term "Værdipapircentralen" is consistently changed to "VP Securities A/S" (this only affects the Danish version).
 11. Articles 3.6, 3.6A, 3.6B and 3.7 as well as exhibits 1 and 2 are deleted as they have been fully exercised and are no longer relevant.
 12. Articles 3.8, 3.8A, 3.8B, 3.9 as well as exhibits 3 and 4 are deleted as they pertain to a warrant scheme which has expired and as no more warrants will be allocated under this authorisation.

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13. In article 3.11, second paragraph, second line, the following is inserted after “up to nominally DKK 10 million”; “shares of DKK 0.25 each, equal to 40 million shares”.
14. In article 4.2, the registrar is changed to “Computershare A/S, CVR no.: 27088899, Kongevejen 418, DK-2840 Holte”.
15. In article 6.2, 5 years is changed to 3 years.
16. A new article 7.7 is inserted according to which the chairman of the general meeting will in the future be appointed by the Board of Directors. Therefore, article 8.1, item 1, is deleted.
17. As a result, article 8.1, item 7 is worded as follows: “Authorisation pursuant to section 198 of the Danish Companies Act to acquire treasury shares.”
18. Articles 10.2 and 10.3 are deleted.

8.3 Authority to the chairman of the general meeting:

Authorisation to the chairman of the general meeting to make relevant changes to the numbering of the provisions of the articles of association as a consequence of the amendments to the articles of association that may have been adopted by the Annual General Meeting, as well as changes to references to legislation and terminological changes as a consequence of the entry into force of the new Danish Companies Act. Furthermore, the chairman of the general meeting is authorised to make such changes in and supplements to the resolutions adopted by the general meeting and to submit the filings to the Danish Commerce and Companies Agency as may be required by the Danish Commerce and Companies Agency in order to register the amendments resolved.

9. Any other business

The share capital of Topsil Semiconductor Materials A/S amounts to DKK 103,890,151.00 nominal value divided into 415,560,604 shares of DKK 0.25 each.

The articles of association contain the following provisions on the shareholders' right to attend and vote at general meetings of Topsil Semiconductor Materials A/S:

- 9.1 Any shareholder shall have access to general meetings if at least three days prior to the meeting, he has obtained an admission card for himself and his adviser, if any, from the Company's office with reference to the registration of the shares in the register of shareholders or presentation of documentation of the shareholding.
- 9.2 Shareholders having acquired shares by transfer cannot exercise the voting rights attaching to the shares concerned at general meetings convened unless such shares have been registered in the register of shareholders or the shareholder has notified and evidenced his acquisition.
- 9.3 Shareholders having acquired shares otherwise than by transfer may not vote on such shares unless the shareholder has been entered in the Company's register of shareholders or has notified the Company of and documented his acquisition prior to the general meeting.
- 9.4 Each shareholding of DKK 0.25 carries one vote.
- 9.5 Shareholders may vote by a proxy, who must produce a written and dated instrument of proxy.

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Adoption of the resolution to amend the articles of association set out in item 8.2 of the agenda require that at least 50% of the share capital is represented at the general meeting and that the resolution is passed by at least two-thirds of the votes cast as well as of the voting share capital represented at the general meeting.

If the above-mentioned capital is not represented but the proposal is adopted by two-thirds of the votes cast, a subsequent extraordinary general meeting will be held at which the proposal will be reintroduced. At the extraordinary general meeting, the proposal may be adopted by two-thirds of the votes cast as well as the voting share capital represented at the general meeting.

Pursuant to the new Danish Companies Act, both general meetings may be convened at the same time. Hence, notice is given that a subsequent extraordinary general meeting may be held on 10 May 2010 at 10:00 am at the company's address.

Notice on whether the extraordinary general meeting will be held will be given at the company's Annual General Meeting on 28 April 2010 and will be published on the company's website and via the reporting systems of NASDAQ OMX and the Danish Commerce and Companies Agency.

Shareholders may ask questions to the Board of Directors and Management pursuant to section 102 of the Danish Companies Act.

Topsil Semiconductor Materials A/S has entered into an affiliation agreement with VP Securities A/S. The shareholders' financial rights may consequently be exercised through VP Securities A/S.

The agenda, the complete terms and conditions for the proposals to be submitted and considered at the general meeting as well as the annual report, including the auditors' report signed by the Management and the Board of Directors will be available for shareholders on the company's website www.topsil.com under "Investor Relations" as from 15 April 2010.

Admission cards for the general meeting may be obtained from the company on tel.: +45 47 36 56 00 or investor@topsil.com on or before 23 April 2010.

A written proxy form may be obtained from the company on tel.: +45 47 36 56 00 or investor@topsil.com on or before 23 April 2010. An electronic proxy form may be downloaded from the company's website www.topsil.com under "Investor Relations".

Applications for admission cards and nominations of proxies for the Annual General Meeting must reach the company on or before 23 April 2010. Applications for admission cards and nominations of proxies for the extraordinary general meeting, if any, must reach the company on or before 5 May 2010.

The notice of the Annual General Meeting will be given via NASDAQ OMX, the information system of the Danish Commerce and Companies Agency and via e-mail.

Topsil Semiconductor Materials A/S

Jens Borelli-Kjær
Chairman

Keld Lindegaard Andersen
CEO

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Please note that this translation is provided for convenience only. The Danish version shall prevail in case of discrepancies.

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